

BRETT A. AXELROD, ESQ.  
Nevada Bar No. 5859  
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**FOX ROTHSCHILD LLP**  
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*Counsel for Debtor*

**UNITED STATES BANKRUPTCY COURT**  
**DISTRICT OF NEVADA**

In re

CASH CLOUD, INC.,  
dba COIN CLOUD,

Debtor.

Case No. BK-23-10423-mkn

Chapter 11

**PROVINCE, LLC'S MONTHLY FEE  
STATEMENT OF SERVICES RENDERED  
AND EXPENSES INCURRED FOR THE  
PERIOD FROM DECEMBER 1, 2023  
THROUGH DECEMBER 31, 2023**

Hearing Date: N/A

Hearing Time: N/A

Province, LLC ("Province"), financial advisor to the Cash Cloud, Inc. (the "Debtor"), debtor and debtor-in-possession in the above-captioned case (the "Chapter 11 Case"), hereby submits this *Monthly Fee Statement for Services Rendered and Expenses Incurred for the Period from December 1, 2023 Through December 31, 2023* (the "Statement"), pursuant to the *Final Order Authorizing Retention and Employment of Province, LLC as Financial Advisor, Effective as of the Petition Date* [ECF No. 223] and the Court's *Order Granting Debtor's Motion Pursuant to 11 U.S.C. §§ 105(a) and 331, And Fed. R. Bankr. P. 2016, Authorizing and Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [ECF No. 321] (the "Interim Compensation Procedures Order").

In support of this Statement, Province respectfully represents as follows:

1. Province hereby seeks allowance and payment of interim compensation for services rendered and reimbursement of expenses incurred as Debtor's financial advisor during the period from December 1, 2023 through December 31, 2023 (the "Statement Period").

2. Province seeks allowance and payment of interim compensation for fees in the amount of \$24,590.40, representing 80% of the \$30,738.00 in fees incurred for services rendered during the Statement Period, plus reimbursement of \$173.16, representing 100% of the expenses incurred during the Statement Period, for a total award of \$24,763.56 for the Statement Period.

3. Attached hereto as **Exhibit A** is the name of each timekeeper who performed services in connection with the Chapter 11 Case during the Statement Period, and the hourly rate for each such timekeeper.

4. Attached hereto as **Exhibit B** is a task code summary.

5. Attached hereto as **Exhibit C** is a detailed invoice of time expended by the timekeepers who performed services during the Statement Period and of the expenses paid during the Statement Period.

6. On the same date this Statement was filed, Province served a copy of this Statement via electronic mail/notice on the following parties (each a "Notice Party," and collectively, the "Notice Parties"):

- i. Cash Cloud, Inc., c/o Ayala & Associates, 300 S. 4<sup>th</sup> Street, 16<sup>th</sup> Floor, Las Vegas, NV 89101 (Attn: Daniel Ayala; dayala@ayalalaw.com);
- ii. Fox Rothschild, LLC, 1980 Festival Plaza Drive, Suite 700, Las Vegas, Nevada 89135 (Attn: Brett A. Axelrod, Esq.; baxelrod@foxrothschild.com); counsel to Debtor;
- iii. United States Trustee Tracey Hope Davis, 300 Las Vegas Boulevard South, Suite 4300, Las Vegas, NV 89101 (Attn: Jared A. Day, Trial Attorney; Jared.A.Day@usdoj.gov);
- iv. Seward & Kissell, LLP, One Battery Park Plaza, New York, NY 10004 (Attn: Robert J. Gayda; gayda@sewkis.com; Catherine V. LoTempio; lotempio@sewkis.com; Andrew J. Matott; matott@sewkis.com), and McDonald Carano, LLP, 2300 West Sahara Avenue, Suite 1200, Las Vegas,

NV 89102 (Attn: Ryan J. Works; rworks@mcdonaldcarano.com), counsel to the Official Committee of Unsecured Creditors;

- v. Berger Singerman LLP, 1450 Brickell Avenue, Suite 1900, Miami, FL 33131 (Attn: Jordi Gusó; JGuso@bergersingerman.com), and Sylvester & Polednak, Ltd., 1731 Village Center Circle, Las Vegas, NV 89134 (Attn: Jeffrey R. Sylvester; Jeff@SylvesterPolednak.com; counsel to DIP lender CKDL Credit, LLC;
- vi. Morrison & Foerster LLO, 250 West 55<sup>th</sup> Street, New York, NY 10019-9601 (Attn: Andrew Kissner; akissner@mofo.com; Gary Lee; glee@mofo.com), and Shea Larsen, 1731 Village Center Circle, Suite 150, Las Vegas, NV 89134 (Attn: James Patrick Shea; jshea@shea.law; Bart K. Larsen; blarsen@shea.law; Kyle M. Wyant; kwyant@shea.law); counsel to Enigma Securities Limited; and
- vii. Clearly Gottlieb Steen & Hamilton LLP, One Liberty Plaza, New York, NY 10006, (Attn: Sean A. O'Neal; soneal@cgsh.com; Jane VanLare; jvanlare@cgsh.com), and Snell & Wilmer L.L.P., 3883 Howard Hughes Parkway, Suite 1100, Las Vegas, NV 89169 (Attn: Robert R. Kinan; rkinan@swlaw.com); counsel to Genesis Global Holdco, LLC.

7. Pursuant to the Interim Compensation Procedures Order, each Notice Party will have twenty (20) days after service (or the next business day if the 20<sup>th</sup> day is not a business day) of a Monthly Fee Application (the "Objection Deadline"), to object to the requested fees and expenses in accordance with the procedures described in subparagraph (b) set forth on page three of the Interim Compensation Procedures Order.

8. If no objections are raised on or before the Objection Deadline, Province shall file a certificate of no objection with the Court, after which Debtor shall be authorized to pay to Province an amount equal to 80% of the fees and 100% of the expenses incurred during the period covered by this Statement.

9. If an objection is properly filed before the Objection Deadline, Province shall file a certificate of no objection with the Court with respect to the fees and expenses, if any, that are not subject to objection (the "Undisputed Fees" and "Undisputed Expenses"), after which the Debtor shall be authorized to pay to Province an amount equal to 80% of the Undisputed Fees and 100% of the Undisputed Expenses incurred during the period covered by this Statement.

1           10.     Province acknowledges that the interim payment of compensation and reimbursement  
2 of expenses sought in this Statement does not constitute a request for final allowance of such  
3 compensation and reimbursement of expenses. At the conclusion of the Chapter 11 Case, Province  
4 will seek final allowance of the fees charged and expenses incurred for the entirety of the Chapter 11  
5 Case, and any interim fees and expenses received during the course of the Chapter 11 Case will be  
6 credited against such fees and expenses that are allowed on a final basis.

7           11.     Neither Province nor any member of Province has any agreement or understanding of  
8 any kind to divide, pay over, or share with any other person, except as among the members of Province,  
9 any portion of the fees or expenses to be awarded pursuant to this Statement.

10           DATED: January 22, 2024

PROVINCE, LLC

11  
12                   By: /s/ Daniel Moses

Daniel Moses  
2360 Corporate Circle, Suite 340  
Henderson, Nevada 89074  
Telephone: (702) 685-5555  
Email: dmoses@provincefirm.com

*Financial Advisor to Debtor*

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17           Submitted By:

18           **FOX ROTHSCHILD LLP**

19                   By: /s/Brett A. Axelrod

BRETT A. AXELROD, ESQ.  
Nevada Bar No. 5859  
NICHOLAS A. KOFFROTH, ESQ.  
Nevada Bar No. 16264  
1980 Festival Plaza Drive, Suite 700  
Las Vegas, Nevada 89135  
*Counsel for Debtor*

**EXHIBIT A****Summary of Province Professionals and Paraprofessionals**

December 1, 2023 through December 31, 2023

<b>Name of Professional Individual</b>	<b>Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise</b>	<b>Hourly Billing Rate</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Paul Huygens, CPA, CFE	Principal – Corporate restructuring. CPA license in 1999, CFE license in 2015.	\$1,320	1.0	\$1,320.00
Dan Moses	Principal – Corporate restructuring.	\$1,260	1.8	\$2,268.00
Tanner James	Vice President - Finance and data analytics.	\$630	2.4	\$1,512.00
Spencer Stires	Associate - Quantitative finance and programming.	\$480	52.4	\$25,152.00
	<b>Subtotal</b>		<b>57.6</b>	<b>\$30,252.00</b>
	<b>Blended Rate for Professionals</b>	<b>\$525.21</b>		
<b>Para Professionals</b>		<b>Hourly Billing Rate</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Eric Mattson	Paralegal	\$270	1.8	\$486.00
	<b>Subtotal</b>		<b>1.8</b>	<b>\$486.00</b>
			<b>Fee Statement Hours</b>	<b>Total Compensation</b>
	<b>Grand Total</b>		<b>59.4</b>	<b>\$30,738.00</b>
	<b>Blended Rate for All Billers</b>	<b>\$517.47</b>		

**EXHIBIT B****Task Code Summary**

December 1, 2023 through December 31, 2023

<b>Project Categories</b>	<b>Total Hours</b>	<b>Total Fees</b>
Business Analysis / Operations	51.6	\$26,106.00
Claims Analysis and Objections	4.4	\$2,112.00
Fee / Employment Applications	2.1	\$882.00
Litigation	1.3	\$1,638.00
<b>Grand Total</b>	<b>59.4</b>	<b>\$30,738.00</b>

**EXHIBIT C**

**Invoice**

December 1, 2023 through December 31, 2023

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2360 Corporate Circle Suite 340  
Henderson, NV 89074, United States  
Tel: 702-685-5555  
www.provincefirm.com

**INVOICE**

**INVOICE DATE:** 1/19/2024  
**INVOICE NO:** 94939  
**BILLING THROUGH:** 12/31/2023

Cash Cloud Inc d/b/a Coin Cloud

**Coin Cloud - FA 2**

Managed By: Daniel L Moses

**INVOICE SUMMARY****PROFESSIONAL SERVICES**

EMPLOYEE	HOURS	RATE	AMOUNT
Dan Moses	1.80	\$1,260.00	\$2,268.00
Eric Mattson	1.80	\$270.00	\$486.00
Paul Huygens	1.00	\$1,320.00	\$1,320.00
Spencer Stires	52.40	\$480.00	\$25,152.00
Tanner James	2.40	\$630.00	\$1,512.00
<b>PROFESSIONAL SERVICES</b>		<b>59.40</b>	<b>\$30,738.00</b>

**EXPENSES**

DESCRIPTION	AMOUNT
Meals	\$173.16
<b>EXPENSES TOTAL</b>	<b>\$173.16</b>

**AMOUNT DUE THIS INVOICE** **\$30,911.16**

This invoice is due on 1/19/2024



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## INVOICE

Cash Cloud Inc d/b/a Coin Cloud

INVOICE DATE: 1/19/2024  
INVOICE NO: 94939  
BILLING THROUGH: 12/31/2023

### Coin Cloud - FA 2

Managed By: Daniel L Moses

#### PROFESSIONAL SERVICES

DATE	EMPLOYEE	DESCRIPTION	HOURS	RATE	AMOUNT
12/5/2023	Spencer Stires	Business Analysis / Operations <i>Prepared and reconciled the Monthly Operating Report for August.</i>	2.20	\$480.00	\$1,056.00
12/5/2023	Spencer Stires	Claims Analysis and Objections <i>Analyzed outstanding administrative claims for Coin Cloud to determine the validity and details of an insurance claim.</i>	0.80	\$480.00	\$384.00
12/5/2023	Eric Mattson	Fee / Employment Applications <i>Drafted October fee statement.</i>	0.70	\$270.00	\$189.00
12/5/2023	Paul Huygens	Fee / Employment Applications <i>Reviewed and provided comments on October time entries.</i>	0.30	\$1,320.00	\$396.00
12/6/2023	Spencer Stires	Business Analysis / Operations <i>Prepared and reconciled August bank statements for MOR.</i>	1.60	\$480.00	\$768.00
12/6/2023	Spencer Stires	Business Analysis / Operations <i>Evaluated financial performance from August Monthly Operating Reports and reconciled with bank statements.</i>	1.70	\$480.00	\$816.00
12/6/2023	Spencer Stires	Business Analysis / Operations <i>Reconciled August bank statements with financial records for accuracy in reporting.</i>	1.20	\$480.00	\$576.00
12/7/2023	Spencer Stires	Business Analysis / Operations <i>Prepared bank reconciliation statements for August to validate financial transactions and balances.</i>	0.80	\$480.00	\$384.00
12/7/2023	Spencer Stires	Business Analysis / Operations <i>Reconciled August bank statements with financials to ensure accuracy in reporting.</i>	1.10	\$480.00	\$528.00
12/7/2023	Spencer Stires	Business Analysis / Operations <i>Synthesized August Monthly Operating Report and financial statements to reflect adjustments for Brink's payment discrepancies.</i>	0.80	\$480.00	\$384.00
12/7/2023	Spencer Stires	Claims Analysis and Objections <i>Investigated and documented administrative claims per the latest outstanding allowed claims report.</i>	1.00	\$480.00	\$480.00
12/7/2023	Spencer Stires	Claims Analysis and Objections <i>Investigated and resolved discrepancies in administrative claims as documented in the outstanding claims ledger.</i>	1.40	\$480.00	\$672.00

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Cash Cloud Inc d/b/a Coin Cloud

**Coin Cloud - FA 2**

Managed By: Daniel L Moses

**PROFESSIONAL SERVICES**

DATE	EMPLOYEE	DESCRIPTION	HOURS	RATE	AMOUNT
12/8/2023	Spencer Stires	Business Analysis / Operations <i>Prepared financial package including MOR and supporting documents for stakeholder analysis.</i>	1.50	\$480.00	\$720.00
12/8/2023	Spencer Stires	Business Analysis / Operations <i>Calculated and reconciled outstanding United States Trustee quarterly fees.</i>	0.90	\$480.00	\$432.00
12/8/2023	Spencer Stires	Business Analysis / Operations <i>Finalized and distributed the August Monthly Operating Report for review.</i>	2.30	\$480.00	\$1,104.00
12/8/2023	Tanner James	Business Analysis / Operations <i>Assisted S. Stires with MOR.</i>	1.10	\$630.00	\$693.00
12/8/2023	Spencer Stires	Business Analysis / Operations <i>Finalized and distributed August Monthly Operating Report for executive review.</i>	2.10	\$480.00	\$1,008.00
12/11/2023	Spencer Stires	Business Analysis / Operations <i>Consolidated September financial statements for MOR.</i>	0.80	\$480.00	\$384.00
12/12/2023	Spencer Stires	Business Analysis / Operations <i>Evaluated candidate's financial modeling skills, ensuring adherence to formatting, scenario analysis, and balance sheet integrity for Province's technical exam.</i>	2.30	\$480.00	\$1,104.00
12/12/2023	Spencer Stires	Business Analysis / Operations <i>Reviewed and updated monthly operating report for Coin Cloud.</i>	1.10	\$480.00	\$528.00
12/12/2023	Spencer Stires	Business Analysis / Operations <i>Examined and adjusted September monthly operating report.</i>	1.70	\$480.00	\$816.00
12/12/2023	Spencer Stires	Business Analysis / Operations <i>Prepared monthly operating report for October, ensuring accuracy and compliance with financial reporting standards.</i>	1.60	\$480.00	\$768.00
12/12/2023	Spencer Stires	Business Analysis / Operations <i>Prepared September Monthly Operating Report.</i>	1.40	\$480.00	\$672.00
12/12/2023	Spencer Stires	Business Analysis / Operations <i>Distributed the October MOR package for review and feedback.</i>	1.20	\$480.00	\$576.00
12/13/2023	Spencer Stires	Business Analysis / Operations	2.20	\$480.00	\$1,056.00

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## INVOICE

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INVOICE DATE: 1/19/2024  
INVOICE NO: 94939  
BILLING THROUGH: 12/31/2023

### Coin Cloud - FA 2

Managed By: Daniel L Moses

#### PROFESSIONAL SERVICES

DATE	EMPLOYEE	DESCRIPTION	HOURS	RATE	AMOUNT
		<i>Finalized and consolidated September Monthly Operating Report financial statements for executive review.</i>			
12/13/2023	Spencer Stires	Business Analysis / Operations	1.90	\$480.00	\$912.00
		<i>Analyzed bank statements and performed a variance analysis to ensure accuracy of reported figures.</i>			
12/13/2023	Spencer Stires	Business Analysis / Operations	1.10	\$480.00	\$528.00
		<i>Prepared and reconciled September Monthly Operating Report financial statements for client review.</i>			
12/13/2023	Spencer Stires	Business Analysis / Operations	1.50	\$480.00	\$720.00
		<i>Reconciled September MOR bank statements with financial records.</i>			
12/13/2023	Spencer Stires	Business Analysis / Operations	2.00	\$480.00	\$960.00
		<i>Consolidated and formatted MOR exhibits.</i>			
12/13/2023	Dan Moses	Business Analysis / Operations	0.10	\$1,260.00	\$126.00
		<i>Communicated with B. Axelrod on cash collections.</i>			
12/13/2023	Spencer Stires	Business Analysis / Operations	0.40	\$480.00	\$192.00
		<i>Coordinated with J. Hall to clarify the absence of reconciliations for September and October.</i>			
12/13/2023	Spencer Stires	Claims Analysis and Objections	1.20	\$480.00	\$576.00
		<i>Evaluated administrative claims to update the outstanding allowed claims schedule.</i>			
12/13/2023	Eric Mattson	Fee / Employment Applications	1.10	\$270.00	\$297.00
		<i>Drafted November fee statement (1.0). Emailed to T. James for review (0.1).</i>			
12/14/2023	Spencer Stires	Business Analysis / Operations	1.70	\$480.00	\$816.00
		<i>Prepared and consolidated financial statements and exhibits for Coin Cloud's October MOR.</i>			
12/14/2023	Spencer Stires	Business Analysis / Operations	2.50	\$480.00	\$1,200.00
		<i>Finalized and distributed the Monthly Operating Report for October for internal review.</i>			
12/14/2023	Spencer Stires	Business Analysis / Operations	1.10	\$480.00	\$528.00
		<i>Coordinated with T. James to confirm the exclusion of erroneous deposits from total disbursements and quarterly US Trustee fee calculations for October Monthly Operating Report.</i>			

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BILLING THROUGH: 12/31/2023

Cash Cloud Inc d/b/a Coin Cloud

**Coin Cloud - FA 2**

Managed By: Daniel L Moses

**PROFESSIONAL SERVICES**

DATE	EMPLOYEE	DESCRIPTION	HOURS	RATE	AMOUNT
12/14/2023	Spencer Stires	Business Analysis / Operations <i>Implemented feedback from T. James for the October MOR.</i>	2.90	\$480.00	\$1,392.00
12/14/2023	Spencer Stires	Business Analysis / Operations <i>Finalized Monthly Operating Report for September and distributed for internal review.</i>	2.00	\$480.00	\$960.00
12/14/2023	Spencer Stires	Business Analysis / Operations <i>Prepared supplemental disclosure to the October Monthly Operating Report.</i>	0.70	\$480.00	\$336.00
12/14/2023	Spencer Stires	Business Analysis / Operations <i>Prepared bank statements and other exhibits for October MOR.</i>	1.70	\$480.00	\$816.00
12/18/2023	Dan Moses	Litigation <i>Reviewed and analyzed kiosk discovery requests.</i>	0.40	\$1,260.00	\$504.00
12/19/2023	Dan Moses	Business Analysis / Operations <i>Corresponded with T. James of Province.</i>	0.10	\$1,260.00	\$126.00
12/22/2023	Tanner James	Business Analysis / Operations <i>Call with FTI team and P. Huygens re: latest waterfall.</i>	0.70	\$630.00	\$441.00
12/22/2023	Paul Huygens	Business Analysis / Operations <i>Call with FTI team and T. James to go thru latest waterfall.</i>	0.70	\$1,320.00	\$924.00
12/22/2023	Dan Moses	Litigation <i>Reviewed and analyzed updated case information.</i>	0.90	\$1,260.00	\$1,134.00
12/24/2023	Dan Moses	Business Analysis / Operations <i>Reviewed and analyzed correspondence from T. James on Powercoun.</i>	0.30	\$1,260.00	\$378.00
12/27/2023	Tanner James	Business Analysis / Operations <i>Update call with management.</i>	0.60	\$630.00	\$378.00
<b>TOTAL SERVICES</b>			<b>59.40</b>		<b>\$30,738.00</b>

**EXPENSES**

DATE	EMPLOYEE	DESCRIPTION	AMOUNT
Meals:			
12/5/2023	Spencer Stires	Meals	\$39.53

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**INVOICE**

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**INVOICE NO:** 94939  
**BILLING THROUGH:** 12/31/2023

**EXPENSES**

DATE	EMPLOYEE	DESCRIPTION	AMOUNT
		<i>Postmates - S. Stires working lunch - Henderson, NV.</i>	
12/6/2023	Spencer Stires	Meals	\$35.79
		<i>Postmates - S. Stires working dinner - Henderson, NV.</i>	
12/7/2023	Spencer Stires	Meals	\$37.88
		<i>Postmates - S. Stires working lunch - Henderson, NV.</i>	
12/13/2023	Spencer Stires	Meals	\$30.81
		<i>Postmates - S. Stires working lunch - Henderson, NV.</i>	
12/14/2023	Spencer Stires	Meals	\$29.15
		<i>Postmates - S. Stires working dinner - Henderson, NV.</i>	
<b>TOTAL EXPENSES</b>			<b>\$173.16</b>
<b>SUBTOTAL</b>			<b>\$30,911.16</b>
<b>AMOUNT DUE THIS INVOICE</b>			<b>\$30,911.16</b>

This invoice is due upon receipt

Please remit payment to:

Province, LLC

Wire Instructions:

Meadows Bank

Account #

Routing #

EIN #